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(Requestor's Name)

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(City/State/Zip/Phone #)

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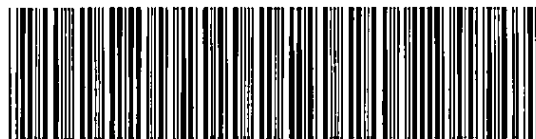
(Business Entity Name)

(Document Number)

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CLERK OF SUPERIOR COURT
MASSACHUSETTS

JUL 12 2018

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Montecarlo Hats LLC
(Name of Resulting Florida Limited Company)

The enclosed Articles of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

Milton A. Vescovacci, Esq. /Kim O'Neal

(Contact Person)

GrayRobinson, PA

(Firm/Company)

333 S.E. 2nd Avenue, Suite 3200

(Address)

Miami, Florida 33131

(City, State and Zip Code)

samir@montecarlohats.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Kim O'Neal at (850) 577-9090

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount: (All checks processed by this office must be payable in US dollars and drawn on a bank located in the United States)

☐ \$150.00 Filing Fees
(\$25 for Conversion
& \$125 for Articles
of Organization)

☐ \$155.00 Filing Fees
and Certificate of
Status

☒ \$180.00 Filing Fees
and Certified Copy

☐ \$185.00 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 10, 2018

KIM O'NEAL
WALK IN
TALLAHASSEE, FL

SUBJECT: MONTECARLO HATS LLC
Ref. Number: L99000003696

We have received your document for MONTECARLO HATS LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 918A00014152

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**ARTICLES OF MERGER
FOR
FLORIDA CORPORATION INTO FLORIDA LIMITED LIABILITY COMPANY**

SECRETARY OF STATE
TREASURER, FLORIDA

The following Articles of Merger is submitted to merge the following Florida for profit corporation into a Florida limited liability company in accordance with s. 607.1108, Florida Statutes and s. 605.1025, Florida Statutes:

First: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Cury Bros, Inc.	Florida	For profit corporation
Montecarlo Hats LLC	Florida	Limited liability company

Second: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Montecarlo Hats LLC	Florida	Limited liability company

Third: The merger was approved by each domestic merging entity that is a for profit corporation in accordance with ss. 607.1103, Florida Statutes; and by each of the shareholders of such corporation. The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026, Florida Statutes; and by each member of such limited liability company, who as a result of the merger will have membership interest holder's liability under s. 605.1023(1)(b), Florida Statutes.

Fourth: This surviving entity exists before the merger and is a domestic filing entity.

Fifth: This surviving entity agrees to pay any members with appraisal rights the amount to which members are entitled under ss. 605.1006, Florida Statutes and ss. 605.1061-605.1072, Florida Statutes.

Sixth: The effective date of the merger shall be upon filing of these Articles of Merger.

Seventh: The Plan of Merger is attached hereto as Exhibit A. The Plan of Merger was adopted by each merging party.

[Signature Page Follows]

The undersigned hereby affirm that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

CURY BROS, INC.,
a Florida corporation

By: Samir Cury
Name: Samir Cury
Title: President

MONTECARLO HATS LLC,
a Florida limited liability company

By: Samir Cury
Name: Samir Cury
Title: manager

Exhibit A

Plan of Merger

The following plan of merger (this "**Plan of Merger**") is hereby adopted and submitted in compliance with Section 607.1108, Florida Statutes and Section 605.1022, Florida Statutes.

First: The name, jurisdiction of formation, and type of entity of each **merging** entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Cury Bros, Inc.	Florida	For profit corporation
Montecarlo Hats LLC	Florida	Limited liability company

Second: The name, jurisdiction of formation, and type of entity of the surviving entity in the merger are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Montecarlo Hats LLC	Florida	Limited liability company

Third: The terms and conditions of the merger are as follows:

(a) As a result of the merger and at the effective time of the merger (the "**Effective Time**") as set forth in the articles of merger (the "**Articles of Merger**") filed with the Florida Department of State, Division of Corporations ("**DOS**"), the separate corporate existence of Cury Bros, Inc., a Florida corporation (the "**Disappearing Entity**"), will cease and Montecarlo Hats LLC, a Florida limited liability company (the "**Surviving Entity**"), will continue to survive the merger as the surviving entity. As a result of the merger, the Surviving Entity will succeed to and assume, by operation of law, all the rights and obligations of the Disappearing Entity.

(b) The articles of organization of the Surviving Entity in effect as of the Effective Time shall continue to be the articles of organization of the Surviving Entity until altered, amended or repealed.

(c) At the Effective Time, the effect of the merger shall be as provided in the applicable provisions of Florida Revised Limited Liability Company Act (as amended from time to time, the "**LLC Act**"), including without limitation the provisions of Section 605.1026 of the LLC Act, which are incorporated herein by reference.

Fourth: The manner and basis of converting the ownership interests of each merging entity into ownership interests, obligations, or other equity securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property, and the manner and basis of

converting rights to acquire ownership interests of each entity into rights to acquire ownership interests, obligations, or other equity securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property are as follows:

(a) The membership interests of the Surviving Entity that are issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired and extinguished without any conversion thereof, and no payment will be made with respect thereto.

(b) Each share of common stock of the Disappearing Entity that is issued and outstanding immediately prior to the Effective Time (as a percentage of the total issued and outstanding ownership interests of the Disappearing Entity immediately prior to the Effective Time) shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled, retired, extinguished and converted into an equivalent percentage of membership interests of the Surviving Entity.

Fifth: This Plan of Merger may be amended, modified or supplemented, in whole or in part, at any time prior to the Effective Time with the written consent of the Disappearing Entity and the Surviving Entity.

Sixth: This Plan of Merger may be abandoned at any time prior to the Effective Time by filing with the DOS a statement of abandonment, duly executed by the Disappearing Entity and the Surviving Entity. Such statement of abandonment must contain the name of the Disappearing Entity and the Surviving Entity, the date on which the Articles of Merger were delivered to the DOS for filing, and a statement that the merger has been abandoned in accordance with Section 605.1024 of the LLC Act.
